

EXHIBIT C

TALK UNLIMITED NOW, INC.

Certificate of authority to transact business in Illinois.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 12, 2002

6214-546-3

CSC NETWORKS
700 S 2ND ST
SPRINGFIELD, IL 62704

RE TALK UNLIMITED NOW, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

COPY

Form **BCA-13.15**
(Rev. Jan. 1999)APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

APR 12 2002

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of StateDate 04/12/02License Fee \$ Franchise Tax \$ 25.00Filing Fee \$ 75.00Penalties \$ Approved: RA 7/12/02Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."1. (a) CORPORATE NAME: TALK UNLIMITED NOW, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: DELAWARE(b) Date of Incorporation: MARCH 18, 2002(c) Period of Duration: PERPETUAL3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)3606 S. WAVERLY PLACETAMPA, FLORIDA 33629NONE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent ILLINOIS CORPORATION SERVICE COMPANY

First Name

Middle Name

Last Name

Registered Office 700 SOUTH SECOND STREET

Number

Street

Suite #

SPRINGFIELD62704SANGAMON

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

DELAWARE

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	ROBIN CALDWELL	3606 S. WAVERLY PL.	TAMPA	FL 33629
Secretary	ROBIN CALDWELL	(SAME AS ABOVE)		
Director	ROBIN CALDWELL	(sole Director - same address as above)		
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

PROVIDER OF TELECOMMUNICATION SERVICES

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	A	\$.0001	100,000,000	6,958,970
Preferred	-	\$.0001	200,000,000	none

9. Paid-in Capital: \$ 1,095,90
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 75,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ -0-
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 4,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 250,000

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 3606 S. Waverly Pl., Tampa, FL 33629
- (b) Number of shares of all classes owned by residents of Illinois: none
- (c) Number of shares of all classes owned by non-residents of Illinois: 6,958,970
- (d) Is the corporation transacting business in this state at this time? no
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated MARCH 26, 2002
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

ROBIN CALDWELL, SECRETARY
(Type or Print Name and Title)

TALK UNLIMITED NOW, INC.
(Exact Name of Corporation)

[Signature]
(Signature of President or Vice President)

by ROBIN CALDWELL, PRESIDENT
(Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).